

# **Bain Capital Fund VII, L.P.**

**Cayman Islands Exempted Limited Partnership**

**Financial Statements**

**December 31, 2009**

**Bain Capital Fund VII, L.P.**  
**Index to Financial Statements**

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**Report of Independent Auditors**

To the General and Limited Partners of Bain Capital Fund VII, L.P.:

In our opinion, the accompanying statement of assets, liabilities and partners' capital, including the schedule of investments, and the related statements of operations, of changes in partners' capital and of cash flows present fairly, in all material respects, the financial position of Bain Capital Fund VII, L.P. at December 31, 2009, and the results of its operations, the changes in its partners' capital and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the General Partner. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these financial statements in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by the General Partner, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

*PricewaterhouseCoopers LLP*

March 9, 2010

**Bain Capital Fund VII, L.P.**  
**Statement of Assets, Liabilities and Partners' Capital**  
**December 31, 2009**

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**Assets**

Cash and cash equivalents	\$	20,922,781
Investments at fair value (cost of \$482,851,565)		494,707,591
Dividend receivable		558,996
Other assets		<u>338,273</u>

Total assets		<u>516,527,641</u>
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**Liabilities**

Accrued expenses and other liabilities		<u>2,461,443</u>
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**Partners' capital**

Partners' capital exclusive of net unrealized gain on investments		502,210,172
Net unrealized gain on investments		<u>11,856,026</u>

Total partners' capital		<u>514,066,198</u>
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Total liabilities and partners' capital	\$	<u>516,527,641</u>
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The accompanying notes are an integral part of these financial statements.

**Bain Capital Fund VII, L.P.**  
**Statement of Operations**  
**Year Ended December 31, 2009**

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**Income**

Interest income	\$	8,429
Dividend income		<u>2,774,243</u>
Total income		2,782,672

**Expenses**

Management fees		24,187,354
Professional fees and other		<u>658,460</u>
Total expenses		<u>24,845,814</u>
Net investment loss		(22,063,142)

**Net realized and unrealized loss on investments**

Net realized loss on investments		(64,093,979)
Change in net unrealized gain on investments		<u>62,549,257</u>
Net realized and unrealized loss on investments		<u>(1,544,722)</u>
Net decrease in partners' capital resulting from operations	\$	<u>(23,607,864)</u>

The accompanying notes are an integral part of these financial statements.

**Bain Capital Fund VII, L.P.**  
**Statement of Changes in Partners' Capital**  
**Year Ended December 31, 2009**

Capital commitment		Balance at December 31, 2008	Capital contributions	Distributions	Net increase/ (decrease) in partners' capital resulting from operations	Balance at December 31, 2009
\$ 1,969,450,000	Institutional Limited Partners	\$ 415,451,622	\$ 34,465,375	\$ (21,956,651)	\$ (21,183,643)	\$ 406,779,703
505,550,000	Other Limited Partners	110,388,105	7,583,250	(5,636,536)	(5,440,091)	106,894,728
2,475,000,000	Total Limited Partners	525,842,727	42,048,625	(27,593,187)	(26,623,734)	513,674,431
25,000,000	General Partner (Note 4)	(2,782,900)	437,500	(278,703)	3,015,870	391,767
\$ 2,500,000,000	Total Partners	\$ 523,059,827	\$ 42,486,125	\$ (27,871,890)	\$ (23,607,864)	\$ 514,066,198

The accompanying notes are an integral part of these financial statements.

**Bain Capital Fund VII, L.P.**  
**Statement of Cash Flows**  
**Year Ended December 31, 2009**

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**Cash flows from operating activities**

Net decrease in partners' capital resulting from operations	\$ (23,607,864)
Adjustments to reconcile net decrease in partners' capital resulting from operations to net cash used for operating activities:	
Purchase of investments	(17,788,665)
Proceeds from the sale of investments	3,790,559
Net realized loss on investments	64,093,979
Change in net unrealized gain on investments	(62,549,257)
Decrease in other assets	38,309
Increase in accrued expenses and other liabilities	1,525,630
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Net cash used for operating activities	(34,497,309)

**Cash flows from financing activities**

Capital contributions	42,486,125
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Net increase in cash and cash equivalents	7,988,816
Cash and cash equivalents, beginning of year	12,933,965
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Cash and cash equivalents, end of year	\$ 20,922,781

**The Partnership had the following non-cash financing activities:**

The Partnership distributed 1,488,883 shares of Innophos Holdings, Inc. with a cost basis of \$3,338,210 valued at \$27,871,890.

The accompanying notes are an integral part of these financial statements.

**Bain Capital Fund VII, L.P.**  
**Schedule of Investments**  
**December 31, 2009**

Number of shares		Cost	Fair value*
<b>Bombardier Recreational Products (a):</b>			
<b>J.A. Bombardier (J.A.B.) Inc.</b>			
150,311,485	Class A common stock	\$ 17,788,665	\$145,514,351
<b>Broder Bros., Co. (b):</b>			
265,544	Common stock	82,710,637	-
978,663	Warrants to purchase common stock	-	-
		<u>82,710,637</u>	<u>-</u>
<b>Burger King (b) (c):</b>			
<b>Burger King Holdings, Inc.</b>			
8,943,932	Common stock	22,003,103	168,324,792
<b>Keystone Automotive Holdings, Inc. (b):</b>			
55,671,544	Class A common stock	10,825,022	-
6,185,727	Class L common stock	97,425,201	-
		<u>108,250,223</u>	<u>-</u>
<b>AMC Entertainment Inc. (d):</b>			
<b>Bain Capital (Loews) A Partnership</b>			
-	Partnership interest	10,822,628	574,821
<b>Bain Capital (Loews) L Partnership</b>			
-	Partnership interest	32,724,239	38,325,998
<b>Bain Capital (Loews) P Partnership</b>			
-	Partnership interest	-	2,453,748
		<u>43,546,867</u>	<u>41,354,567</u>
<b>Unisource (b) (e):</b>			
<b>UWW Holdings Inc.</b>			
10,295,775	Class A common stock	11,439,750	-
1,143,975	Class L common stock	102,957,750	57,198,750
		<u>114,397,500</u>	<u>57,198,750</u>

The accompanying notes are an integral part of these financial statements.



**Bain Capital Fund VII, L.P.**  
**Schedule of Investments**  
**December 31, 2009**

Number of shares		Cost	Fair value*
	<b>Warner Music Group (b) (c):</b>		
	<b>Warner Music Group Corp.</b>		
14,251,311	Common stock	\$ 92,501,859	\$ 80,662,420
	<b>The Firm, Inc.</b>		
1,653	Series C convertible preferred stock	<u>1,652,711</u>	<u>1,652,711</u>
		<u>94,154,570</u>	<u>82,315,131</u>
	<b>Total investments</b>	<u>\$ 482,851,565</u>	<u>\$ 494,707,591</u>

\* Fair value as determined by the General Partner (Note 2).

(a) 130,832,896 shares held via Bain Capital Luxembourg Investments S.à r.l., via Bain Capital International Investments, S.à r.l., via Bain Capital International Holdings, S.à r.l., via Bain Capital Integral Investors II, L.P., via Bain BRP Holdings A, L.P., and Bain BRP Holdings L, L.P. and 19,478,589 shares held via Bain Capital Luxembourg Investments S.à r.l., via Bain Capital Integral Investors II, L.P.

(b) Investment held via Bain Capital Fund VII, LLC.

(c) Investment held via Bain Capital Integral Investors, LLC.

(d) Investment held via Bain Capital Holdings (Loews) I, L.P.

(e) Investment held via J5M4T3B2P2CEYA, LLC.

The accompanying notes are an integral part of these financial statements.

**Bain Capital Fund VII, L.P.**  
**Notes to Financial Statements**  
**December 31, 2009**

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**1. The Partnership**

**Background**

Bain Capital Fund VII, L.P. (the "Partnership") is a Cayman Islands limited partnership organized pursuant to the Amended and Restated Agreement of Limited Partnership, dated January 1, 2002, as last amended on December 31, 2009 (the "Partnership Agreement"). The Partnership's business activity is to invest the funds of the Partnership, with the principal objective of achieving appreciation of capital invested. Services are performed for the Partnership by its management company, Bain Capital Partners, LLC (the "Manager") for a management fee (Note 4). The general partner of the Partnership is Bain Capital Partners VII, L.P. (the "General Partner"). The Partnership shall continue until December 31, 2010, unless sooner dissolved or extended to a date no later than December 31, 2014, as specified in the Partnership Agreement.

The Partnership was formed as part of a tax-free reorganization effective January 1, 2002 of Bain Capital Fund VII, L.P., a Delaware limited partnership ("Delaware Fund VII"). Delaware Fund VII was merged into Bain Capital Fund VII, LLC ("Fund VII LLC"), a Delaware limited liability company, which is a wholly owned subsidiary of the Partnership (the "Merger"). At the time of the Merger, interests of Delaware Fund VII were converted into partnership interests of the Partnership.

The Partnership has \$2,500,000,000 of partners' capital commitments of which \$1,994,450,000 or 100.0% of the Institutional Limited Partners' and General Partner's committed capital was contributed, and \$505,550,000 or 100.0% of the Other Limited Partners' committed capital was contributed at December 31, 2009. Partners are not able to withdraw from the Partnership.

**Income and Expense Allocations**

The Partnership Agreement provides for the allocation of operating income and operating expenses based upon the partners' contributed capital accounts. In order to recognize the advance contributions of certain partners, adjustments to allocations may be made at the sole discretion of the General Partner. Gains and losses are allocated in accordance with the Partnership Agreement. Prior to making any other allocations, gains and losses shall generally first be allocated to the General Partner until the General Partner has received a net amount equal to its Priority Profit Share (Note 4). Allocations of remaining gains and losses are generally made as necessary to ensure that, after the Partnership has achieved its Preferred Return (10%) as further defined in the Partnership Agreement, 70% of cumulative realized capital gains and losses through the date of allocation are allocated to all partners on a pro rata basis, based on the partners' contributed capital accounts, and 30% are allocated to the General Partner ("Carried Interest"). Unrealized gains and losses are allocated in the same manner described above as if realized at December 31, 2009.

**Distributions**

Distributions may be made at the discretion of the General Partner. Cash distributions representing a return of capital are made in proportion to contributed capital. Generally, cash distributions representing profit are made in the same proportion as such profit is allocated to the capital accounts. As specified in the Partnership Agreement, distributions of publicly traded securities will be valued at the last trade price or, if unavailable, at the last bid price on the most recent day on which such securities traded prior to the date as of which their value is to be determined.

**Bain Capital Fund VII, L.P.**  
**Notes to Financial Statements**  
**December 31, 2009**

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**2. Significant Accounting Policies**

**Use of Estimates**

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the General Partner to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates. Events or transactions occurring after year end through the date that the financial statements were issued, March 9, 2010, have been evaluated in the preparation of the financial statements.

**Cash and Cash Equivalents**

The Partnership considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. The Partnership has established guidelines relative to diversification and maturities that it believes maintain safety and liquidity. The guidelines are periodically reviewed and modified to take advantage of trends in yields and interest rates.

Included in cash and cash equivalents at December 31, 2009 are overnight offshore time deposits with commercial banks in the total amount of \$15,456,264 bearing interest at 0.03%, which matured on January 4, 2010.

Additionally, included in cash and cash equivalents is an investment in a money market fund. The money market fund invests in a portfolio of short-term U.S. Treasury securities. The total amount of the Partnership's investment in the money market fund at December 31, 2009 is \$5,416,517 which represents 1.1% of partners' capital. The Partnership valued its investment in the money market fund based on its closing net asset value at December 31, 2009.

**Investment Valuation**

In accordance with the authoritative guidance on fair value measurements and disclosures under generally accepted accounting principles, the Partnership discloses the fair value of its investments in a hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The guidance establishes three levels of the fair value hierarchy as follows:

- Level 1 - Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that the Partnership has the ability to access at the measurement date;
- Level 2 - Inputs other than quoted prices that are observable for the asset either directly or indirectly, including inputs in markets that are not considered to be active;
- Level 3 - Inputs that are unobservable.

Inputs are used in applying the valuation techniques discussed below and broadly refer to the assumptions that the General Partner uses to make valuation decisions, including assumptions about risk. Inputs may include recent transactions, earnings forecasts, market multiples, future cash flows, and other factors. An investment's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The categorization of an investment within the hierarchy is based upon the pricing transparency of the investment and does not necessarily correspond to the General Partner's perceived risk of that investment.

**Bain Capital Fund VII, L.P.**  
**Notes to Financial Statements**  
**December 31, 2009**

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Generally, the majority of our private equity investments are valued utilizing unobservable inputs, and are therefore classified within level 3. The General Partner's determination of fair value is based upon the best information available for a given circumstance and may incorporate assumptions that are management's best estimates after consideration of a variety of internal and external factors. In establishing the fair value of an investment the General Partner will first consider recent transactions in the same or similar securities including the initial purchase transaction of the security being valued or any recent financing round. Otherwise, the General Partner generally employs two valuation methodologies when determining the fair value of a private equity investment. The first methodology is a market multiples approach that considers a specified financial measure (such as EBITDA) and recent public market and private transactions and other available measures for valuing comparable companies (i.e. "Market Approach"). The second methodology determines a valuation by discounting future cash flows (i.e. "Income Approach"). The ultimate fair value recorded for a particular investment will generally be within the range suggested by the two methodologies utilizing the judgment of the General Partner. The General Partner may also adopt the valuation of an underlying partnership interest provided by the partnership unless the General Partner determines in the good faith exercise of its discretion that any such valuation is unreasonable or inappropriate under the circumstances. Because of the inherent uncertainty of valuation, this estimated fair value may differ significantly from the value that would have been used had a ready market for the security existed, and the difference could be material.

Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1, generally include active listed equities. The General Partner does not adjust the quoted price for such instruments, even in situations where the Partnership holds a large position and a sale could reasonably impact the quoted price.

Effective January 1, 2009, the Partnership adopted the authoritative guidance under GAAP on determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not orderly. Accordingly, if the Partnership determines that either the volume and/or level of activity for an asset or liability has significantly decreased (from normal conditions for that asset or liability) or price quotations or observable inputs are not associated with orderly transactions, increased analysis and management judgment will be required to estimate fair value. Valuation techniques such as an income approach might be appropriate to supplement or replace a market approach in those circumstances. The guidance also provides a list of factors to determine whether there has been a significant decrease in relation to normal market activity. Regardless, however, of the valuation technique and inputs used, the objective for the fair value measurement in those circumstances is unchanged from what it would be if markets were operating at normal activity levels and/or transactions were orderly; that is, to determine the current exit price.

**Bain Capital Fund VII, L.P.**  
**Notes to Financial Statements**  
**December 31, 2009**

The following table presents the investments carried on the Statement of Assets, Liabilities and Partners' Capital by level within the valuation hierarchy as of December 31, 2009.

Assets at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Investments:				
Equity Securities:				
Industrial and Manufacturing	\$ -	\$ -	\$ 202,713,101	\$ 202,713,101
Restaurants	168,324,792	-	-	168,324,792
Media/Telecom	80,662,420	-	43,007,278	123,669,698
Equity Securities Total:	\$ 248,987,212	\$ -	\$ 245,720,379	\$ 494,707,591

The following table includes a rollforward of the amounts for the year ended December 31, 2009 for investments classified within level 3.

Fair Value of Measurements Using Level 3 Inputs					
	Balance at December 31, 2008	Net purchases and sales	Net transfers in/(out)	Net realized and unrealized gain included in the Statement of Operations	Balance at December 31, 2009
Investments:					
Equity Securities:					
Industrial and Manufacturing	\$ 194,789,029	\$ 15,074,381	\$ -	\$ (7,150,309)	\$ 202,713,101
Media/Telecom	29,222,251	(1,076,275)	-	14,861,302	43,007,278
Equity Securities Total:	\$ 224,011,280	\$ 13,998,106	\$ -	\$ 7,710,993	\$ 245,720,379

Net realized and unrealized gain on investments in the table above is reflected in the accompanying Statement of Operations. Change in net unrealized gain included in the Statement of Operations for level 3 investments still held at December 31, 2009 is \$3,920,434.

**Investment Transactions, Income and Expenses**

Investment transactions are accounted for on the closing date. Realized gains and losses on investment transactions are determined using the specific identification method and may include additional gains and losses from investments realized in previous years. Interest income and expenses are recorded on the accrual basis. Dividend income is recorded on the ex-dividend date, net of applicable withholding tax. The General Partner analyzes dividends received from portfolio companies to determine whether they have been accretive to the Partnership's investment based on an analysis of enterprise value and information provided by investment banks, third party valuations or other parties. The financial statements reflect the character of such dividends as required under generally accepted accounting principles.

In some cases, the Partnership invests in portfolio companies directly and in some cases invests in portfolio companies indirectly through one or more holding companies or other entities in which other parties affiliated with the Partnership and/or the Manager may also be investors. In cases where the Partnership invests indirectly through such an entity, the Schedule of Investments reflects the Partnership's proportionate share of the underlying investment.

The financial statements include the accounts of the Partnership and its wholly owned subsidiary, Bain Capital Fund VII, LLC. All intercompany balances and transactions have been eliminated in consolidation.



**Bain Capital Fund VII, L.P.**  
**Notes to Financial Statements**  
**December 31, 2009**

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**Foreign Currency Translation**

The accounting records of the Partnership are maintained in U.S. dollars. The value of cash and foreign securities is recorded in the books and records of the Partnership after translation to U.S. dollars based on the exchange rates on that day. Income and expenses are translated at prevailing exchange rates when accrued or incurred. The Partnership does not isolate that portion of realized or unrealized gains or losses resulting from changes in the foreign exchange rate on investments from fluctuations arising from changes in the market prices of the securities. Such gains and losses are included with the net realized and unrealized gain/loss on investments.

**Income Taxes**

The Partnership is a qualified intermediary and intends to conduct its operations so that it will not be engaged in a United States trade or business and, therefore, will not be subject to United States federal income or withholding tax on its income from United States sources. The Partnership may be subject to taxes in certain foreign jurisdictions. Under the current laws of the Cayman Islands, there are no income, estate, transfer, sales or other Cayman Islands taxes payable by the Partnership. Accordingly, no income tax provision is required in these financial statements.

The Partnership adopted the authoritative guidance on accounting for and disclosure of uncertainty in tax positions (Financial Accounting Standards Board - Accounting Standards Codification 740) on January 1, 2009, which required the General Partner to determine whether a tax position of the Partnership is more likely than not to be sustained upon examination, including resolution of any related appeals or litigation processes, based on the technical merits of the position. For tax positions meeting the more likely than not threshold, the tax amount recognized in the financial statements is reduced by the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. The General Partner has determined that there was no effect on the financial statements from the Partnership's adoption of this authoritative guidance.

The Partnership files tax returns as prescribed by the tax laws of the jurisdictions in which it operates. In the normal course of business, the Partnership is subject to examination by federal, state, local and foreign jurisdictions, where applicable.

**3. Investments by Industry Type and Geographical Location Categorization**

At December 31, 2009, the Partnership held investments in the following industry groups:

	<b>Cost</b>	<b>Fair value</b>	<b>Fair value as a percentage of partners' capital</b>
Industrial and Manufacturing	\$ 240,436,388	\$ 202,713,101	39%
Restaurants	22,003,103	168,324,792	33%
Media/Telecom	137,701,437	123,669,698	24%
Consumer Products	82,710,637	-	0%
	<u>\$ 482,851,565</u>	<u>\$ 494,707,591</u>	<u>96%</u>

**Bain Capital Fund VII, L.P.**  
**Notes to Financial Statements**  
**December 31, 2009**

At December 31, 2009, the geographical categorization based on fair value of investments is as follows:

	Cost	Fair value	Fair value as a percentage of total investments
United States of America	\$ 465,062,900	\$ 349,193,240	71%
Canada	17,788,665	145,514,351	29%
	<u>\$ 482,851,565</u>	<u>\$ 494,707,591</u>	<u>100%</u>

The Partnership may have risks associated with the concentration of investments in one industry or geographical area. In addition, the Partnership's ability to liquidate certain of its investments may be inhibited since the issuers may be privately held or the Partnership may own a relatively large portion of the issuer's equity securities.

**Market and Credit Risks**

General fluctuations in the market prices of investments may affect the value of investments held by the Partnership. Instability in the securities market may also increase the risk inherent in the investments. The ability of the portfolio companies to refinance debt securities may depend on their ability to sell new securities in the public high yield debt market or otherwise.

The Partnership may be invested in leveraged companies which offer the opportunity for capital appreciation. Such investments also involve a higher degree of risk. In instances where the Partnership's investment involves leverage, the effects of recessions, operating problems and other general business and economic risks may have a more pronounced effect on the profitability or survival of the investments.

**4. Related Party Transactions**

The Partnership is a party to an investment and advisory agreement with the Manager. In consideration for a management fee, the Manager provides administrative and operational services to the Partnership. The annual management fee is the lesser of 2% of the aggregate subscribed capital multiplied by an inflation adjustment, as defined in the agreement, or 2.5% of the aggregate subscribed capital and is subject to certain reductions as described in the agreement. The General Partner has reduced the management fee with respect to interests in the Partnership held by certain affiliates. The management fee is payable in advance on the first business day of each quarter.

For the year ended December 31, 2009, the Manager received \$9,623,529 in corporate service fees from the Partnership's portfolio companies. In accordance with the investment advisory agreement, the Manager retained all of these fees and no reductions were applied to management fees.

During the year ended December 31, 2009, in accordance with the investment advisory agreement, management fees were reduced by \$41,600 for 50% of the Partnership's pro rata share of corporate service fees, net of expenses, received by the Manager in previous years. In addition, management fees were reduced by \$29,250 for 100% of the Partnership's pro-rata share of director's fees paid to the Manager.

**Bain Capital Fund VII, L.P.**  
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Pursuant to the investment and advisory agreement, the Manager may irrevocably waive the right to receive all or any portion of the payment of the management fee next due and payable and all or any portion of any payment of the management fee that will be due and payable during the following year, provided that any such waiver must be made in a written notice delivered to the Partnership prior to the date on which the waived portion of the payment would otherwise be due and payable, or prior to the beginning of the year, as the case may be.

The General Partner may allocate a portion of the waived fees to a particular investment ("Allocated Waived Fee Amount"). Upon realization of an investment to which an Allocated Waived Fee Amount has been allocated, the proportional return to the General Partner as determined by dividing the Allocated Waived Fee Amount by the total dollars invested in the particular investment multiplied by the amount returned is Priority Profit. The General Partner is entitled to recoup such Priority Profit from Allocated Waived Fee Amounts out of income, only to the extent that the income did not exist on a realized or unrealized basis at the time the Allocated Waived Fee Amount was allocated to such investment.

For the year ended December 31, 2009, the Manager has not elected to waive management fees. As of December 31, 2009, a total of \$55,954,000 has been waived, all of which was used to purchase investments.

With respect to each investment held at December 31, 2009 to which waived fees were allocated, the percentage the amount of waived fee allocated to such investment represents of the total contributions made by all Partners with respect to such investment is as follows:

<u>Investment</u>	<u>%</u>
Bombardier Recreational Products	5.21
Broder Bros., Co.	5.33
Keystone Automotive Holdings, Inc.	3.41
AMC Entertainment Inc.	0.59
Warner Music Group	6.71

The following table includes a reconciliation of the net increase in partners' capital resulting from operations allocated to the General Partner for the year ended December 31, 2009 pursuant to the Partnership Agreement:

	Net Investment loss	Net realized loss on investments	Change in net unrealized gain on Investments	Net increase in partners' capital resulting from operations
General Partner:				
General Partner, excluding Carried Interest and Priority Profit Share	\$ 21,235	\$ (443,249)	\$ 397,429	\$ (24,585)
Carried Interest	-	(17,735,032)	16,964,535	(770,497)
Priority Profit Share	-	124,285	3,686,667	3,810,952
Total General Partner	<u>\$ 21,235</u>	<u>\$ (18,053,996)</u>	<u>\$ 21,048,631</u>	<u>\$ 3,015,870</u>



**Bain Capital Fund VII, L.P.**  
**Notes to Financial Statements**  
**December 31, 2009**

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**5. Contingencies**

In conjunction with the Partnership's investment activities, the Partnership is a party to agreements, which contain certain representations and warranties. As such, the Partnership may, from time to time, be a party to suits and claims arising in the normal course of business. The General Partner believes that any losses resulting from the resolution of such claims would not have a material adverse effect on the Partnership's accompanying financial statements.

**6. Other Required Disclosure**

The limited partners' net Internal Rate of Return ("net IRR") since the inception of the Partnership through December 31, 2009 and December 31, 2008 is 20.2% and 20.8%, respectively. The net IRR is net of management fees, expenses and carried interest. The calculation is based on the assumption that capital contributions and cash and stock distributions occurred on the last day of the fiscal quarter. The fair value of the limited partners' capital accounts is assumed to be the terminal cash flow. The net IRR has been calculated for institutional limited partners, which does not materially differ from that of non-institutional limited partners.

The ratio of operating expenses before and after carried interest to limited partners' average capital is 5.0% and 4.9%, respectively. The ratio of operating expenses before and after carried interest to limited partners' committed capital is 1.0%. The ratio of net investment loss before carried interest to limited partners' average capital is (4.5%). These financial highlights are for the limited partners taken as a whole, exclusive of the General Partner, for the year ended December 31, 2009.

The General Partner believes that the disclosure of net investment loss and expenses to limited partners' average capital and committed capital may be inconsistent with the basic concept that an investment in the Partnership is a long term investment and therefore may not necessarily be appropriate measures for the Partnership.